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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND ROBERT BOSCH LLC
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 13620

(ROBERT BOSCH LLC f/k/a ROBERT BOSCH CORPORATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Robert Bosch LLC f/k/a Robert Bosch Corporation ("Bosch" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Robert Bosch LLC Disallowing Proof Of Claim Number 13620 (Robert Bosch LLC f/k/a Robert Bosch Corporation) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Bosch filed proof of claim number 13620 (the "Proof of Claim") against DAS LLC, which asserts (1) a secured claim in the amount of \$1,333,984.29 stemming from the sale of goods to Delphi (the "Trade Claim"); and (2) an unliquidated claim for additional amounts owing in the future due to warranty charges and other charges with respect to goods that Delphi had sold to Bosch that had not yet matured as of the date of the filing of the Proof of Claim or of which Bosch was not yet aware (together with the Trade Claim, the "Claim").

WHEREAS, on October 31, 2006, the Debtors objected to the Proof of Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To

Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response of Robert Bosch Corporation To Debtors' Third Omnibus Objection To Claims (Docket No. 5770) (the "Response").

WHEREAS, on April 13, 2007, this Court entered the Stipulation And Agreed Order Resolving Debtors' Third Omnibus Objection To Claims As To Robert Bosch Corporation (Docket No. 7691), which, among other things, reclassified the amounts asserted in the Proof of Claim as an unsecured claim.

WHEREAS, on October 1, 2007, this Court entered Joint Stipulation And Agreed Order Setting The Maximum Liability For Proof Of Claim Number 13620 (Docket No. 10404), which, among other things, ordered that the Trade Claim will not be allowed in any amount exceeding \$0.00.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if

any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Proof of Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Debtors and the Claimant agreed that the Proof of Claim should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Proof of Claim shall be disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of April, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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